



EXIM ROUTES LIMITED

(Formally Known as Exim Routes Private Limited)
421, 4th Floor, Suncity Success Tower, Sector-65 Golf Course Road
Extension, Gurugram-122101, HR (INDIA), Email: cs.er@eximroutes.in
GSTIN: 06AAFCE4612E1Z3 CIN: U51909HR2019PLC115525

CORPORATE GOVERNANCE POLICY

EXIM ROUTES LIMITED





EXIM ROUTES LIMITED

(Formally Known as Exim Routes Private Limited)
421, 4th Floor, Suncity Success Tower, Sector-65 Golf Course Road
Extension, Gurugram-122101, HR (INDIA), Email: cs.er@eximroutes.in
GSTIN: 06AAFCE4612E1Z3 CIN: U51909HR2019PLC115525

1. PREAMBLE

- 1.1 Exim Routes Limited ("the Company") is committed to upholding the highest standards of **corporate governance** to ensure transparency, accountability, and ethical business conduct.
- 1.2 This **Corporate Governance Policy** is formulated in compliance with the **Companies Act, 2013**, and applicable rules and regulations in India. The Company recognizes that effective corporate governance is essential for sustainable business growth, stakeholder confidence, and legal compliance.
- 1.3 This policy was adopted by the **Board of Directors** on 19 May 2025 and shall be effective from the date of approval.

2. OBJECTIVE

The objective of this policy is to:

- Establish a framework for corporate governance practices in compliance with **Section 134, Section 177, and Schedule IV** of the **Companies Act, 2013**.
- Promote transparency, ethical conduct, and accountability in corporate decision-making.
- Protect the interests of shareholders, employees, customers, and other stakeholders.
- Ensure compliance with **Securities and Exchange Board of India (SEBI) regulations** and other applicable laws.

3. GOVERNANCE STRUCTURE

3.1 Board of Directors

The **Board of Directors** is responsible for the overall governance of the Company. The Board shall:

- Formulate and implement corporate policies in alignment with regulatory requirements.
- Ensure compliance with applicable laws, including the **Companies Act, 2013**, and **SEBI (LODR) Regulations, 2015**.
- Act in the best interests of shareholders and stakeholders.

3.2 Board Committees

To ensure effective corporate governance, the Company shall constitute the following committees:

A. Audit Committee

- Composed of at least **three directors**, with a majority being independent directors.



EXIM ROUTES LIMITED

(Formally Known as Exim Routes Private Limited)
421, 4th Floor, Suncity Success Tower, Sector-65 Golf Course Road
Extension, Gurugram-122101, HR (INDIA), Email: cs.er@eximroutes.in
GSTIN: 06AAFCE4612E1Z3 CIN: U51909HR2019PLC115525

- Responsible for financial reporting, audit oversight, and risk management.

B. Nomination and Remuneration Committee

- Recommends policies on the appointment, evaluation, and remuneration of Directors and Key Managerial Personnel (KMP).
- Ensures executive compensation aligns with performance and market standards.

C. Stakeholders Relationship Committee

- Addresses grievances of shareholders, debenture holders, and other security holders.

D. Corporate Social Responsibility (CSR) Committee

- Formulates and monitors CSR policies in accordance with **Section 135 of the Companies Act, 2013**.

4. INDEPENDENT DIRECTORS

In accordance with **Schedule IV of the Companies Act, 2013**, Independent Directors shall:

- Bring objectivity and accountability to the Board's decision-making process.
- Review financial controls, risk management, and corporate governance practices.
- Protect the interests of minority shareholders and stakeholders.

5. DISCLOSURES AND TRANSPARENCY

The Company shall ensure:

- Accurate and timely disclosures of financial and operational information to regulators, investors, and the public.
- Compliance with **Section 134 of the Companies Act, 2013**, regarding Board reports and disclosures.
- Publication of corporate governance policies, financial statements, and disclosures on the **Company's website**.

6. CODE OF ETHICS AND BUSINESS CONDUCT

The Company shall adopt a **Code of Conduct** applicable to:

- **Directors, Senior Management, and Employees**, ensuring ethical decision-making and responsible business practices.



EXIM ROUTES LIMITED

(Formally Known as Exim Routes Private Limited)
421, 4th Floor, Suncity Success Tower, Sector-65 Golf Course Road
Extension, Gurugram-122101, HR (INDIA), Email: cs.er@eximroutes.in
GSTIN: 06AAFCE4612E1Z3 CIN: U51909HR2019PLC115525

- Policies to prevent insider trading, bribery, and corruption.
- Implementation of whistleblower and grievance redressal mechanisms.

7. SHAREHOLDER RIGHTS AND RESPONSIBILITIES

- 7.1. Ensure equitable treatment of shareholders, including minority and foreign shareholders.
- 7.2. Facilitate shareholder participation in **Annual General Meetings (AGMs)**.
- 7.3. Provide **timely dividend payments** and financial disclosures.

8. RISK MANAGEMENT AND INTERNAL CONTROLS

- 8.1. Implement robust risk management systems in compliance with **Section 177 of the Companies Act, 2013**.
- 8.2. Maintain an **internal audit system** for financial and operational risk assessment.
- 8.3. Establish business continuity and fraud prevention mechanisms.

9. REVIEW AND AMENDMENTS

The **Board of Directors** shall periodically review this **Corporate Governance Policy** and make amendments as necessary. Any modifications shall be in compliance with applicable legal and regulatory requirements.

**By and on Behalf of Board of Directors
for Exim Routes Limited**

For Exim Routes Limited


Director

**Manish Goyal
CEO & Director
DIN: 08126341**